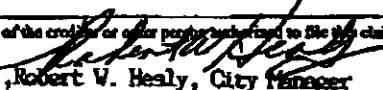


# **EXHIBIT “B”**

B1G (Official Form 10) (Rev. 04/91)

UNITED STATES BANKRUPTCY COURT For the District of Delaware		PROOF OF CLAIM																					
in re: W.R. Grace & Co.		Case Number: 01-1139																					
<p><b>NOTE:</b> This claim should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</p>																							
<b>Creditor Name:</b> City of Cambridge, Massachusetts <small>(Person or entity debtors owes)</small> <b>Address:</b> c/o Stephen D. Anderson, Esq. <small>Line 1</small> <b>Address:</b> Anderson & Kreiger LLP <small>Line 2</small> <b>Address:</b> 43 Thorndike Street <small>Line 3</small> <b>City:</b> Cambridge, MA 02141 <b>Tel:</b> (617) 252-6575		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach Copy of document giving particulars.  <input type="checkbox"/> Check box if you have never received any notice from the bankruptcy court in this case.  <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.																					
<b>ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:</b>		<small>THIS SPACE IS FOR COURT USE ONLY</small> <input type="checkbox"/> replaces Check here if this claim <input type="checkbox"/> amends a previously filed claim dated _____																					
<b>L. BASIS FOR CLAIM</b> <input type="checkbox"/> Goods sold <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)  <input type="checkbox"/> Services performed <input type="checkbox"/> Taxes <input type="checkbox"/> Wages, salaries, and compensation (Fill out below)  <input type="checkbox"/> Money loaned <input checked="" type="checkbox"/> Other (Describe briefly) <b>Property damage and past and future response costs (M.G.L. c.21E)</b>		<b>2. Date Debt Incurred: (MM/DD/YY)</b> <table border="1"> <tr> <td> </td> <td> </td> <td> </td> <td>8</td> <td>0</td> </tr> </table> Approx. 1980 and continuing <b>3. If Court Judgment, Date Obtained:</b> <table border="1"> <tr> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </table>					8	0															
			8	0																			
<b>4. CLASSIFICATION OF CLAIM:</b> Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured nonpriority, (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THIS CLAIM AT TIME CASE FILED.																							
<input type="checkbox"/> SECURED CLAIM <small>Attach evidence of perfection of security interest and Description of Collateral:</small> <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other (Describe briefly)		<input type="checkbox"/> UNSECURED PRIORITY CLAIM - Specify the priority of the claim. <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,650), earned not more than 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(b)(4) <input type="checkbox"/> Up to \$2,100 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(b)(6) <input type="checkbox"/> Taxes or penalties of governmental units - 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(b) _____																					
<b>5. AMOUNT OF CLAIM AT TIME CASE FILED:</b> \$14,829,000.00 (see attached for explanation)																							
<table border="1"> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </table> <small>(Secured)</small>								<table border="1"> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </table> <small>(Unsecured Nonpriority)</small>								<table border="1"> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </table> <small>(Unsecured Priority)</small>							
<input type="checkbox"/> Check this box if claim includes charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.																							
<b>6. CREDITS AND SETOFFS:</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.																							
<b>7. SUPPORTING DOCUMENTS:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, bank statements or banking account, contracts, court judgments, or evidence of security interest. If the documents are not available, explain. If the documents are voluminous, attach a summary.																							
<b>8. TIME-STAMPED COPY:</b> To receive an acknowledgment of the filing of your claim, enclose a stamp, self-addressed envelope and copy of this proof of claim.																							
Date 4/8/02		Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any)  Robert W. Healy, City Manager																					
<small>Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 157.</small>																							
		WR Grace	BF 4.14.674	RECEIVED APR 25 2002	00000674																		
<small>THIS SPACE IS FOR COURT USE ONLY</small> APR 15 2002 CLERK DISTRICT OF DELAWARE																							

B10 (Official Form 10) (Rev. 6/4/01)

UNITED STATES BANKRUPTCY COURT For the District of Delaware		PROOF OF CLAIM
In re: W.R. Grace & Co.-Conn.	Case Number: 01-1140	
NOTE: This claim should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Creditor Name: City of Cambridge, Massachusetts (Person or entity debt is owed) Address: c/o Stephen D. Anderson, Esq. Line 1 Address: Anderson & Kreiger LLP Line 2 Address: 43 Thorneike Street Line 3 City: Cambridge, MA 02141 Tel: (617) 252-6575 ST/ZIP:	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have ever received any notices from the bankruptcy court in this case. <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:	<input type="checkbox"/> replaces Check here if this claim <input type="checkbox"/> amends a previously filed claim dated _____.	
<b>L. BASIS FOR CLAIM</b> <input type="checkbox"/> Goods sold <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Retirement benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Services performed <input type="checkbox"/> Trust <input type="checkbox"/> Wages, salaries, and compensation (fill out below) <input type="checkbox"/> Money loaned <input checked="" type="checkbox"/> Other (Describe briefly) Property damage and pest and future response costs (M.G.L. c21B)		
<b>2. Date Debt Incurred (MM/DD/YY)</b> - - -      - - -      8 0 Approx. 1980 and continuing		
<b>3. If Court Judgment, Date Ousted:</b> - - -      - - -      - - -		
<b>4. CLASSIFICATION OF CLAIM:</b> Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured nonpriority, (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THIS CLAIM AT TIME CASE FILED.		
<input type="checkbox"/> SECURED CLAIM Attach evidence of perfection of security interest Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other (Describe briefly) Amount of insurance and other charges at time case filed included in secured claim above, if any \$ _____		
<input type="checkbox"/> UNSECURED PRIORITY CLAIM - Specify the priority of the claim. <input type="checkbox"/> Wages, salaries, or compensation (up to \$4,650), earned not more than 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$2,100 of deposits owned by consumer, lessee, or rental of property or services the personal, family, or household use - 11 U.S.C. § 507(a)(5) <input type="checkbox"/> Taxes or penalties of governmental units - 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) _____		
<b>5. AMOUNT OF CLAIM AT TIME CASE FILED:</b> \$14,829,000.00 (see attached for explanation)		
- - -      - - -      - - -      - - - (Secured)      - - -      (Unsecured Nonpriority)      - - -      - - - - - -      - - -      - - -      - - - (Unsecured Priority)		
<input type="checkbox"/> Check this box if claim includes charges in addition to the principal amount of the claim. Attach detailed statement of all additional charges.		
<b>6. CREDITS AND DEBITS:</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts due claimant over to debtor.		
<b>7. SUPPORTING DOCUMENTS:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, financial statements of trading accounts, contracts, court judgments, or evidence of security interests. If the documents are voluminous, attach a summary.		
<b>8. TIMESTAMPED COPY:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		
Date 4/8/02	Sign and print the name and title, if any, of the creditor or person whose signature appears on this claim (attach copy of power of attorney, if any) <p>Robert W. Beally, City Manager</p>	
Penalty for presenting fraudulent claim: Fine of up to \$100,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.		
WR Grace      BF.4.14.085      RECEIVED APR 25 2002 00000685		
<small>THIS SPACE IS FOR COURT USE ONLY</small> U.S. BANKRUPTCY COURT CLERK DISTRICT OF DELAWARE		

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF Delaware		GRACE NON-ASBESTOS PROOF OF CLAIM FORM
Name of Debtor: <sup>1</sup> W.R. Grace & Co. - Conn.	Case Number 01-1179	
<p><b>NOTE:</b> Do not use this form to assert an Asbestos Personal Injury Claim, a Sealed Asbestos Claim or a Zenithic Asbestos Claim. These claims will be subject to a separate claims submission process. This form should also not be used to file a claim for an Asbestos Property Damage Claim or Medical Monitoring Claim. A specialized proof of claim form for each of these claims should be filed.</p>		
Name of Creditor (The person or other entity to whom the Debtor owes money or property): City of Cambridge, Massachusetts	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of attorney's notice, if applicable. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent: c/o Stephen D. Anderson, Esq. Anderson & Kreiger LLP 43 Thorndike Street Cambridge, MA 02141 Tel: (617) 252-6575		
Account or other number by which creditor identifies Debtor:	<input type="checkbox"/> Check box if you are aware that anyone else has filed a previously filed claim, date: <u>4/15/02</u> See attachment hereto for explanation	
Corporate Name, Common Name, and/or d/b/a name of specific Debtor against whom the claim is asserted: <u>W. R. Grace &amp; Co. - Conn.</u>		
<b>1. Basis for Claim:</b> <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Environmental liability <input type="checkbox"/> Money loaned <input type="checkbox"/> Non-asbestos personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Year SS #: _____ Up-to-date compensation for services performed from _____ to _____ (date)	
2. Date debt was incurred: Approx. 1980 and continuing	3. If court judgment, date obtained:	
4. Total Amount of Claim at Time Case Filed:  <input type="checkbox"/> All or part of your claim is asserted as collateral or entitled to priority, who completes item 5 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach detailed statement of all interest or additional charges.	<u>\$ 14,829,000.00</u>	
<b>5. Classification of Claim:</b> Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured Nonpriority, (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM AT TIME CASE FILED.		
<input type="checkbox"/> SECURED CLAIM (check this box if your claim is secured by collateral, including a right of setoff) Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Other (Describe briefly) _____		
Amount of interest and other charges at time case filed included in secured claim above, if any: \$ _____ Attach evidence of perfection of security interest.		
<b>6. Credits:</b> The amount of all payments on this claim have been credited and deducted for the purpose of making this proof of claim.		
<b>7. Supporting Documents:</b> <u>Keep copies of supporting documents</u> , such as promissory notes, purchase orders, invoices, itemized statements of trading accounts, contracts, court judgments, mortgages, security agreements and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are voluminous, attach a summary.		
<b>8. Acknowledgment:</b> Upon receipt and processing of this Proof of Claim, you will receive an acknowledgement card indicating the date of filing and your unique claim number. If you want a file stamped copy of the Proof of Claim form itself, enclose a self-addressed envelope and copy of this proof of claim form.		
Date <u>3/17/03</u>	Sign and print the name, title, if any, of the attorney or other person authorized to file this claim (attach copy of power of attorney, if any):  <u>Robert W. Healy, City Manager</u>	
This Space is for Court Use Only		

RECD MAR 21 2003

WR Grace BF-20-80-3993  
00004720  
SR-409

See General Instructions and Claims Bar Date Notice and its exhibits for names of all Debtors and "other names" used by the Debtors.

## PART 1: CLAIMING PARTY INFORMATION

NAME:

CITY OF CAMBRIDGE, MASSACHUSETTS

Name of individual claimant (first, middle and last name) or business claimant

SOCIAL SECURITY NUMBER (Individual Claimants): F.E.I.N. (Business Claimants)

04-6001383

(last four digits of SSN)

Other names by which claiming party has been known (such as maiden name or married name):

First

MI Last

First

MI Last

GENDER:  MALE  FEMALE

Mailing Address:

795 MASSACHUSETTS AVENUE

Street Address

CAMBRIDGE

City

MA 02139

State Zip Code

USA

Country

(Province) (Postal Code)

## PART 2: ATTORNEY INFORMATION

The claiming party's attorney, if any (You do not need an attorney to file this form):

Law Firm Name:

ANDERSON + KREIGER LLP

Name of Attorney:

STEPHEN D ANDERSON

First

MI Last

Mailing Address:

43 THORNDIKE STREET

Street Address

CAMBRIDGE

City

MA 02141

State Zip Code

(Province) (Postal Code)

Telephone:

(617) 252-6575

Area Code

WR Grace PD 28351  
00004721  
SR=409

RECD MAR 21 2003.

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1016273

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF Delaware		GRACE NON-ASBESTOS PROOF OF CLAIM FORM
Name of Debtor: <sup>1</sup> W.R. Grace & Co.	Case Number 01-1139	
<p><b>NOTE:</b> Do not use this form to assert an Asbestos Personal Injury Claim, a Settled Asbestos Claim or a Zeolite Asbestos Litigation Claim. These claims will be subject to a separate claims submission process. This form should also not be used to file a claim for an Asbestos Property Damage Claim or Medical Monitoring Claim. A specialized proof of claim form for each of these claims should be filed.</p>		
Name of Creditor (The person or other entity to whom the Debtor owes money or property): City of Cambridge, Massachusetts	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notice from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent: c/o Stephen D. Anderson, Esq. Anderson & Kreiger LLP 43 Thorndike Street Cambridge, MA 02141 Tel: (617) 252-6575	<small>THIS SPACE IS FOR COURT USE ONLY</small>	
Account or other number by which creditor identifies Debtor:	<input type="checkbox"/> Check box if you are aware that anyone else has filed a previously filed claim, attach 4/15/02 <small>See attachment hereto for explanation</small>	
Corporate Name, Common Name, and/or d/b/a name of specific Debtor against whom the claim is asserted: W.R. Grace & Co.		
1. Basis for Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input checked="" type="checkbox"/> Environmental liability <input type="checkbox"/> Money loaned <input type="checkbox"/> Non-asbestos personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____	<input type="checkbox"/> Receiver benefit as defined in 11 U.S.C. § 1114(b) <input type="checkbox"/> Wages, salaries, and compensation (fill out below)  Your SS #: _____ Unpaid compensation for services performed from _____ to _____ (date)	
2. Date debt was incurred: APPROX. 1980 and continuing	3. If court judgment, date obtained:	
4. Total Amount of Claim at Time Case Filed:	5. 14,829,000.00	
<input type="checkbox"/> If all or part of your claim is secured or entitled to priority, also complete Item 5 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach detailed statement of all interest or additional charges.		
6. Classification of Claim. Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured Nonpriority, (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM AT TIME CASE FILED.		
<input type="checkbox"/> SECURED CLAIM (check this box if your claim is secured by collateral, including a right of setoff) Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Other (Describe briefly)  Amount of damages and other charges at time case filed included in secured claim above, if any: \$ _____ <small>Attach evidence of perfection of security interest</small>		
<input type="checkbox"/> UNSECURED NONPRIORITY CLAIM <small>A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.</small>		
6. Creditors: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 7. Supporting Documents: <u>Attach copies of supporting documentation</u> , such as promissory notes, purchase orders, invoices, itemized statements of resulting accounts, contracts, court judgments, mortgages, security agreements and evidence of perfection of liens. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 8. Acknowledgment: Upon receipt and processing of this Proof of Claim, you will receive an acknowledgement card indicating the date of filing and your unique claim number. If you want a file stamped copy of the Proof of Claim form itself, enclose a self addressed envelope and copy of this proof of claim form.		
Date 3/17/03	<small>This Space is for Court Use Only</small> Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):  , Robert W. Healy, City Manager	

RECD MAR 21 2003

WR Grace 6F 20 80 3994  
00004722

SR=409

<sup>1</sup> See General Instructions and Claims Bar Date Notice and its exhibits for names of all Debtors and "other names" used by the Debtors.

## PART 1: CLAIMING PARTY INFORMATION

NAME:

CITY OF CAMBRIDGE, MASSACHUSETTS

Name of individual claimant (first, middle and last name) or business claimant

SOCIAL SECURITY NUMBER (Individual Claimants): F.E.I.N. (Business Claimants)

04-6001383

(last four digits of SSN)

Other names by which claiming party has been known (such as maiden name or married name):

First      MI      Last

First      MI      Last

GENDER:  MALE  FEMALE

Mailing Address:

795 MASSACHUSETTS AVENUE

Street Address

CAMBRIDGE

City

USA

Country

MA

02139

State

Zip Code

(Province) (Postal Code)

## PART 2: ATTORNEY INFORMATION

The claiming party's attorney, if any (You do not need an attorney to file this form):

Law Firm Name:

ANDERSON + KREIGER LLP

Name of Attorney:

STEPHEN      D ANDERSON

First

MI

Last

Mailing Address:

43 THORNDIKE STREET

Street Address

CAMBRIDGE

City

MA

02141

State

Zip Code

(Province) (Postal Code)

Telephone:

(617) 252-6575

Area Code

WR Grace      PD.2.8.352  
00004723  
SR-409

REC'D MAR 21 2003

9276101

1000236